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1 accounts?
 2 A. Institution -- large accounts,
 3 wealthy individuals.
 4 Q. Okay. High net worth individuals?
 5 A. Yes.
 6 Q. Okay. So your job for that year
 7 was to make phone calls to high net worth
 8 individuals to attempt to get their business;
 9 is that correct?
 10 A. That's a lot of what I did. But I
 11 also serviced existing high net worth and also
 12 worked on other special projects.
 13 Q. Okay. What were some of the
 14 special projects that you worked on?
 15 A. Sometimes states or other
 16 organizations solicit what are called RFPs,
 17 request for proposal, where they request
 18 information from prospective investment
 19 advisors who will receive a fee for their
 20 services. And I did complete some of -- some
 21 RFPs on behalf of potential institutional
 22 clients.
 23 Q. During this year, were you working
 24 as an attorney?
 25 A. No.

1 Q. Who had primary responsibility at
 2 Keating for the proxy statement?
 3 A. Nobody at Keating had primary
 4 responsibility for the proxy statement. That
 5 was an OHSL document.
 6 Q. Please take a look at what has
 7 been previously marked as Defendant's Exhibit
 8 1. Have you seen that document before?
 9 A. Is this the final?
 10 Q. Yes.
 11 A. Then yes.
 12 Q. Are you familiar with that
 13 document?
 14 A. As familiar as I can be with a
 15 transaction that occurred four years ago.
 16 Q. What is Defendant's Exhibit 1?
 17 A. It is a proxy statement/prospectus
 18 relating to the proposed merger of Provident
 19 Financial and OHSL.
 20 Q. And whom do you believe is
 21 ultimately responsible for the accuracy of the
 22 information contained within that proxy
 23 statement and registration statement?
 24 A. I think multiple people are
 25 ultimately responsible for the information in

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1 Q. Was there a legal component to
 2 your job?
 3 A. No. At Countrywide, no.
 4 Q. Why did you leave Countrywide?
 5 A. I was unhappy at Countrywide.
 6 Q. And you returned to the Keating
 7 firm in approximately 1998; is that correct?
 8 A. It was late '97.
 9 Q. Late '97. And to what department
 10 or practice group did you return?
 11 A. You could say I filled my old job.
 12 Q. Okay. What were your duties and
 13 responsibilities with respect to the
 14 OHSL-Provident merger?
 15 A. I was the main coordinator of the
 16 registration statement -- of the form S-4
 17 registration statement. And I represented
 18 Provident in that capacity.
 19 Q. When you say you represented
 20 Provident, which Provident entity did you
 21 represent?
 22 A. Provident Financial Group.
 23 Q. What, if any, responsibility did
 24 you have for the proxy statement?
 25 A. None.

1 this proxy statement/prospectus.
 2 Q. Okay. Can you tell me who?
 3 A. With respect to the financial
 4 information, that would be the accountants.
 5 With respect to the OHSL information, that
 6 would be OHSL, their advisors and their
 7 attorneys. And with the Provident information
 8 it would be Provident, their attorneys and
 9 their advisors. With McDonald, it would be
 10 McDonald's -- it would be the financial
 11 advisor's responsibility.
 12 Q. Is it fair to say that the
 13 document consists of information received from
 14 a variety of sources?
 15 A. Yes, many of which were publicly
 16 available at the time.
 17 Q. And were you the person assigned
 18 with the ministerial task of collecting the
 19 information and assembling it into Defendant's
 20 Exhibit 1?
 21 A. Yes.
 22 Q. What, if anything, did you do to
 23 determine the veracity of the information you
 24 received from OHSL and its advisors?
 25 A. I had conversations with people

<p>1 responsibilities as you understood them on 2 August 2nd, 1999, with respect to this merger? 3 MR. BURKE: Objection. Asked and 4 answered. 5 A. I couldn't put it any better than 6 you put it at the beginning. I was the 7 ministerial compiler of the document. 8 Q. Okay. Does that mean that you 9 exercised no professional judgment in the 10 entire transaction? 11 A. I would say that, that I also 12 represent Provident and, and in that capacity I 13 would have advised Provident on how to disclose 14 certain things. 15 Q. And did you, in fact, do that? 16 MR. BURKE: Objection. Calls for 17 attorney-client communications. 18 A. I don't recall. 19 Q. Okay. Let's take a look at 20 Plaintiff's Exhibit 42. There should be a copy 21 for you in this pile. 22 A. What is that? 23 Q. It's a cover letter August 17th, 24 1999. 25 A. Okay.</p>	<p>Page 154</p> <p>1 Plaintiff's Exhibit 16. 2 A. Okay. 3 Q. Have you seen that document 4 before? 5 A. I don't recall seeing it, but I 6 mean, I must -- I assume I did. 7 Q. When you received the document 8 like this, was it your practice to distribute 9 this to the service list? 10 A. When I receive a document like 11 this, it is generally my practice to make the 12 changes and then distribute it to the working 13 group for verification, in particular the 14 people who had submitted the comments. 15 Q. And to the best of your 16 recollection, is that what you did in this 17 case? 18 A. Well, to the best of my 19 recollection, I -- prior correspondence talked 20 about filing during the week of August 23rd. I 21 would not have -- unless I got sign-off from 22 Dinsmore & Shohl on behalf of OHSL, I would not 23 have authorized that Provident file the 24 document or -- you know, I don't know that I 25 even -- I don't really authorize it, Provident</p>
<p>1 Q. Okay. Have you seen that document 2 before? 3 A. Have I seen the document before? 4 Q. Yes. 5 A. I mean, I, I signed this letter on 6 August the 17th, 1999. I mean, I'm assuming I 7 saw it during that time. 8 Q. And on or about August 17th, 1999, 9 was it your intention to disseminate this 10 letter and the attachment to the distribution 11 list? 12 A. Yes. 13 Q. What was the purpose of doing 14 that? 15 A. For all parties who had any 16 information regarding this transaction to 17 review the materials contained in the draft and 18 contact Mark Reuter or me with questions and 19 comments in preparation for filing of the 20 document. 21 Q. Okay. Did there come a time when 22 you received questions and comments back? 23 A. I received numerous comments back 24 from different parties. 25 Q. Okay. Let's take a look at</p>	<p>Page 155</p> <p>1 authorizes it, but we would have gotten -- 2 Provident would have gotten sign-off from them 3 before filing the document. 4 Q. How does this process of sign-off 5 work? 6 MR. BURKE: Objection. Asked and 7 answered. 8 A. We talked about that earlier. 9 It's just -- it's everyone involved who 10 contributed to this says that they are -- that 11 they sign off on the document and it could be 12 filed as, as presented to them. 13 Q. But it's not a written sign-off, 14 it's an oral communication, correct? 15 A. Yes, in practice it is an oral 16 communication. There may be occasions when 17 there's a written communication, but my 18 practice is it's generally oral. 19 Q. Okay. Let me direct your 20 attention to page 48 of the document. 21 A. Okay. 22 Q. Do you see where it says, Number 23 of directors? 24 A. Yes. 25 Q. And for OHSL, it says, The OHSL</p>

<p>1 involved in the transaction. And I circulated 2 multiple drafts to everyone involved allowing, 3 in this case in particular, ample time to 4 review and verify the information.</p> <p>5 Q. Do you believe that KMK and/or 6 Provident had a duty to verify the information 7 they received from other sources?</p> <p>8 MR. GILLIGAN: In this 9 transaction?</p> <p>10 Q. Yes.</p> <p>11 A. I only believe that Provident and 12 KMK had a duty to point out any known 13 deficiencies in the document, but not to 14 independently verify information from different 15 sources. I've never -- I've never even been 16 asked to look at accountants' papers, for 17 example, but in order to verify information 18 statements, that's what I would have to do.</p> <p>19 Q. Do you believe that you had any 20 independent responsibility to verify the truth 21 of written information, other than financial 22 information, that you received from OHSL and 23 their financial advisors?</p> <p>24 MR. BURKE: Objection. Asked and 25 answered. You may answer.</p>	<p>Page 38</p> <p>1 Q. Okay. The concept of getting the 2 information from the law firm to the printer 3 and ultimately to the shareholders?</p> <p>4 A. Sending it to the printer.</p> <p>5 Q. Okay. Now, I understand that 6 because of electronic advances and such, this 7 is a very different process from the way it 8 used to be. Is that fair to say?</p> <p>9 A. Yes.</p> <p>10 Q. How did Defendant's Exhibit 1 get 11 from -- get to the financial printer?</p> <p>12 A. Physically?</p> <p>13 Q. Yes. How did the information in 14 Defendant's Exhibit 1 get to the financial 15 printer?</p> <p>16 A. The document was hand delivered, I 17 believe, to Winkler Printing, who, through a 18 process known as camera ready copy, reproduced 19 the document.</p> <p>20 Q. Who delivered the document to the 21 financial printer?</p> <p>22 A. I don't remember.</p> <p>23 Q. Was it someone from KMK?</p> <p>24 A. I don't remember.</p> <p>25 Q. Who had the final say as to when</p>
<p>1 A. Do I, Mark Weiss?</p> <p>2 Q. Mark Weiss or KMK or Provident.</p> <p>3 A. I restate my answer. I think our 4 only obligation was to -- we certainly could 5 not inflict ourselves in the OHSL -- in the 6 OHSL corporate matters. To the extent that we 7 may have known of something in particular that 8 was deficient, we would have had a duty to 9 point that out, but I don't think we have a 10 duty to scrub everything, no.</p> <p>11 Q. When you said "deficient," how did 12 you mean that?</p> <p>13 A. Wrong.</p> <p>14 Q. Materially false and misleading?</p> <p>15 A. Wrong.</p> <p>16 Q. Just factually wrong?</p> <p>17 A. Correct.</p> <p>18 Q. Have you heard the term take the 19 document to the printer, or a similar term?</p> <p>20 A. Similar term, yes.</p> <p>21 Q. Okay. What term have you heard 22 with respect to this concept?</p> <p>23 MR. BURKE: What concept? Object 24 to form, vague and ambiguous.</p> <p>25 A. Yes, what concept?</p>	<p>Page 39</p> <p>1 the document was finalized?</p> <p>2 A. Everybody.</p> <p>3 Q. What individuals are you referring 4 to?</p> <p>5 A. I'm not -- I'm not referring to 6 individuals. I'm referring to the -- the 7 document wasn't complete until we had sign-off 8 from everyone, OHSL and their counsel, the 9 accountants, McDonald & Company, Provident.</p> <p>10 Q. And KMK?</p> <p>11 A. In our representation of 12 Provident.</p> <p>13 Q. Describe for me, if you will, this 14 sign-off procedure.</p> <p>15 A. I don't recall the sign-off 16 procedure in this case. Generally -- generally 17 I -- if I am the, as you say, ministerial 18 keeper of the document, I will or someone from 19 my office will be in contact with all of these 20 parties. And they will give an oral sign-off.</p> <p>21 Q. Did this document come from KMK's 22 computer system?</p> <p>23 A. The document that was printed?</p> <p>24 Q. Yes.</p> <p>25 MR. GILLIGAN: Exhibit 1.</p>